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AMERICA'S FAVORITE NON-MUTANT™ SUPER HERO!

the AMAZING SPIDER-MAN

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BY THE
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CODE
AUTHORITY

IF
STYX™
AND
STONE™
DON'T BREAK
SPIDEY'S BONES
--**VENOM™**
WILL!!

OUT OF
MY WAY,
LOSERS!
SPIDER-MAN
IS
MINE!!

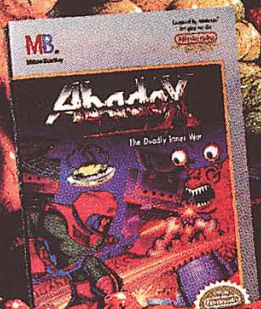


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Abaddon

DO YOU HAVE
THE STOMACH
TO BATTLE
IN THE BELLY
OF THE BEAST?



Nintendo

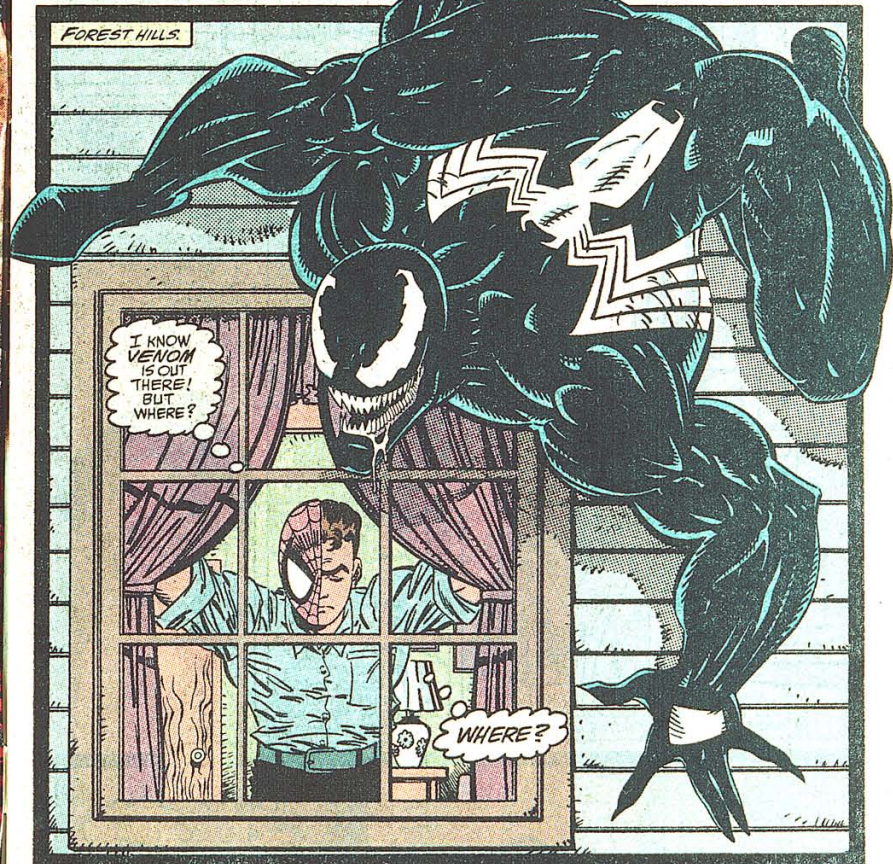
MB
MILTON
BRADLEY

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Stan Lee PRESENTS: **THE AMAZING SPIDER-MAN®**

STALKING FEAT!



DAVID MICHELINIE WRITER ERIK LARSEN FENCILER MIKE MACHLAN INKER RICK PARKER LETTERER BOB SHAREN COLORIST JIM SALICRUP EDITOR TOM DEFALCO EDITOR IN CHIEF

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THE ALIEN SYMBIOTE EDDIE BROCK WEARS AS A COSTUME DOESN'T TRIGGER MY SPIDER-SENSE! AND WITHOUT IT TO WARN ME OF DANGER--!

HOT CHOCOLATE'S READY!
OH, MY! NATHAN'S ASLEEP AGAIN. BETTER TALK QUIETLY.

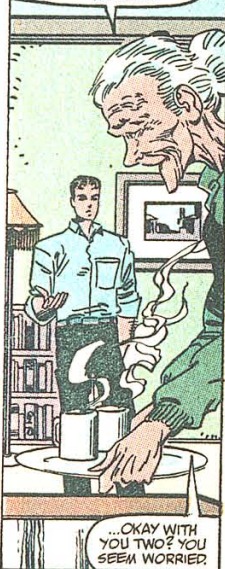
I'M SO GLAD YOU COULD SPEND THE NIGHT, PETER. I JUST WISH MARY-JANE COULD HAVE COME. ARE THINGS...

THE MARRIAGE IS GREAT, AUNT MAY. MJ JUST HAD "GIRL STUFF" TO DO TONIGHT.

AND I'M GLAD YOU-- OOP! FORGOT THE LITTLE MARSHMALLOWS! BE RIGHT BACK!

VENOM! BROCK CAME HERE YESTERDAY LOOKING FOR ME! IF HE COMES BACK, AUNT MAY COULD BE IN REAL DANGER! BLAST IT ALL!

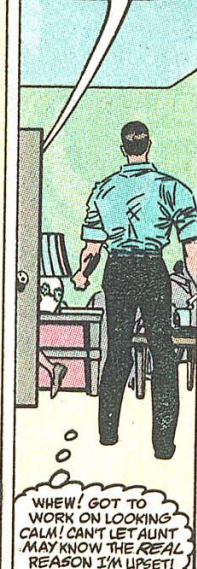
I'D FEEL A LOT BETTER IF I KNEW WHERE THAT LUNATIC--



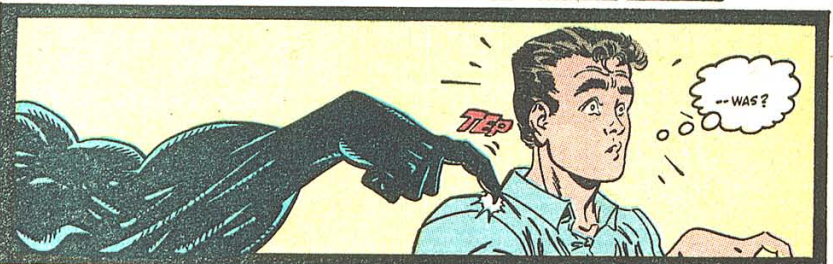
...OKAY WITH YOU TWO? YOU SEEM WORRIED.



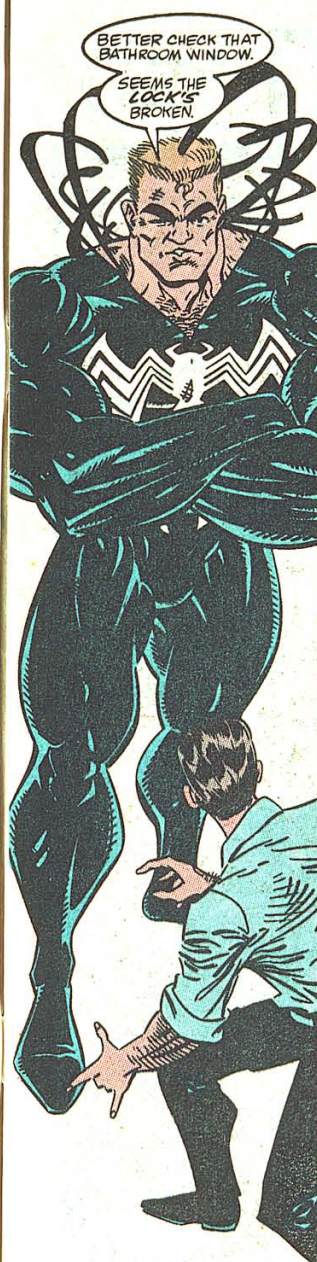
SO I THOUGHT I'D DO SOME "NEPHEW STUFF!"



WHUE! GOT TO WORK ON LOOKING CALM! CAN'T LET AUNT MAY KNOW THE REAL REASON I'M UPSET!



--WAS?



BETTER CHECK THAT BATHROOM WINDOW.
SEEMS THE LOCK'S BROKEN.



OKAY BROCK! YOU FOUND ME! BUT WE TAKE THIS OUTSIDE!

NOT NECESSARY.



LOOK, VENOM, I'M TIRED OF THESE THREATS AGAINST AUNT MAY!

IF YOU SO MUCH AS TOUCH HER--



THIS MAP SHOWS THE ABANDONED SUBWAY TUNNEL WHERE I LIVE. WE WON'T BE DISTURBED THERE, LIKE WE WERE IN THE PARK. *

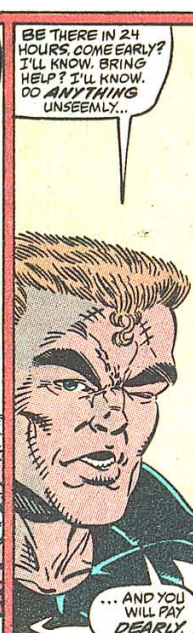
* LAST ISSUE -- J.S.



SIR, YOU OFFEND ME. MRS. PARKER IS SO...



...INNOCENT. I WOULD NEVER HARM HER.



BE THERE IN 24 HOURS. COME EARLY? I'LL KNOW. BRING HELP? I'LL KNOW. DO ANYTHING UNSEEMLY...

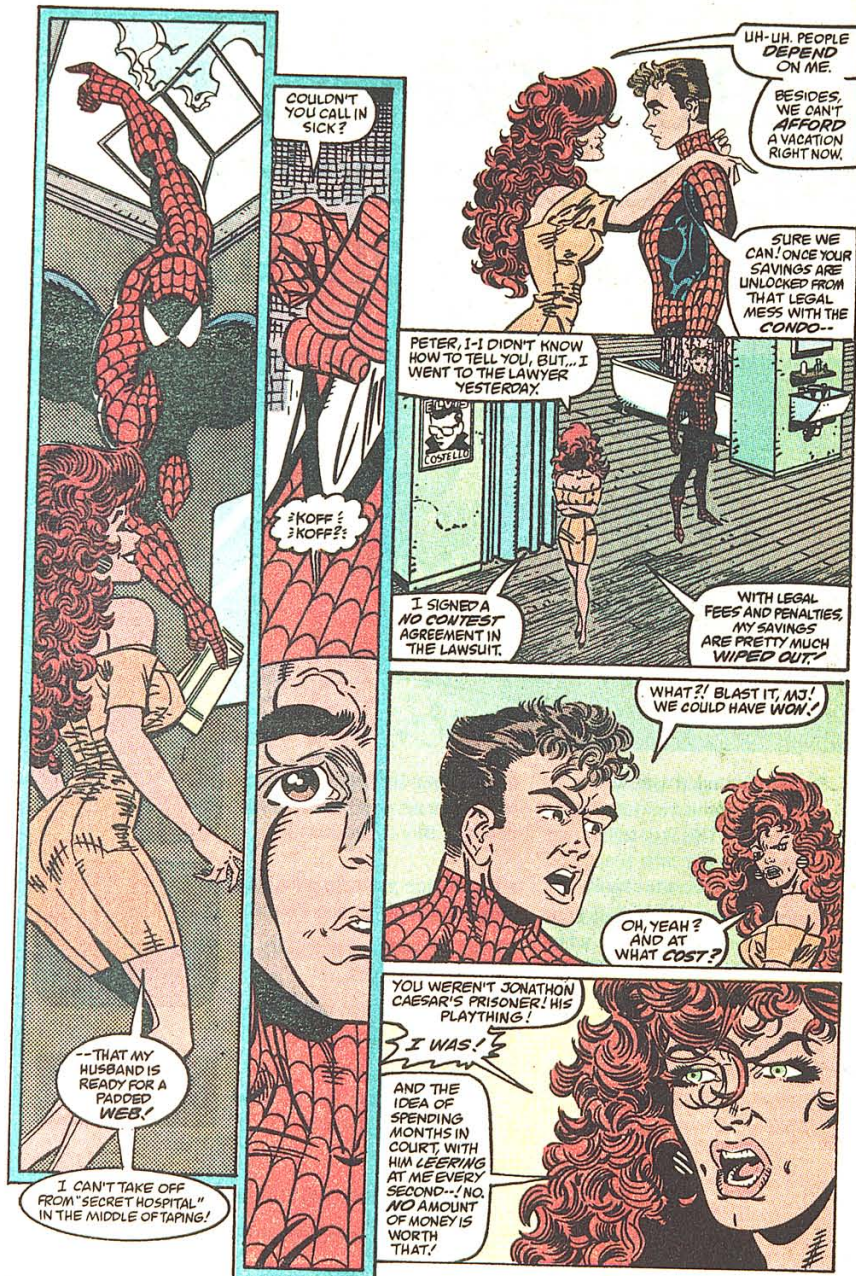


YOU HAVE MY WORD.

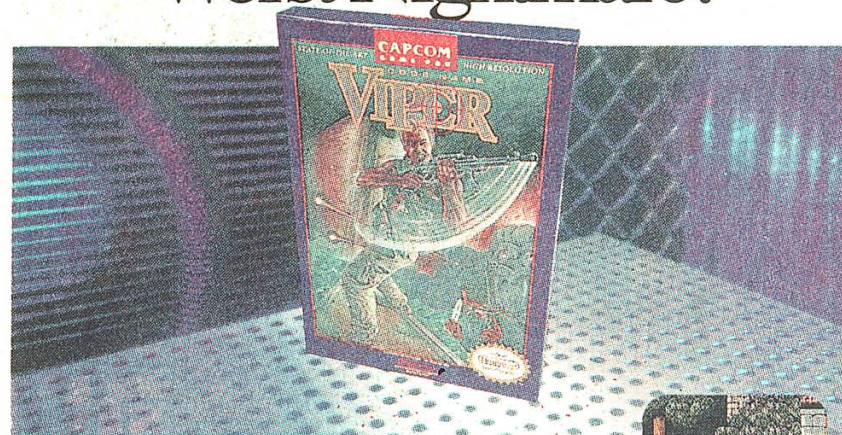


BROCK IS NUTS.

BUT HE HAS A STRONG, IF TWISTED, SENSE OF HONOR!



Code Name: Viper You're The Drug Lord's Worst Nightmare!



Your commander has instructed you to destroy a powerful drug cartel in South America, free innocent hostages, and bring in the murderous Drug Lord. No Sweat, Right?

Within minutes of landing in the South American Jungle, you've infiltrated the drug cartel's bases. Dodging bullets, you stumble into a hidden door to find better fire-arms and ammo. Hostages, too. Things are lookin' up!

You must now locate your fellow agent and collect the explosives you'll need to finish your mission--and the murderous Drug Lord.

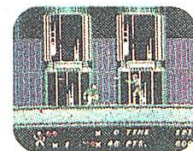
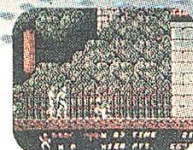
• **Power Jumping:** A great skill when you need to dodge bullets or mount sneak attacks.

• **Hidden Doors:** Behind them, find hostages, additional weapons and ammunition.

• **Secret Communique:** As you advance through the 8 levels, you'll uncover the message--and the dreaded Drug Lord.

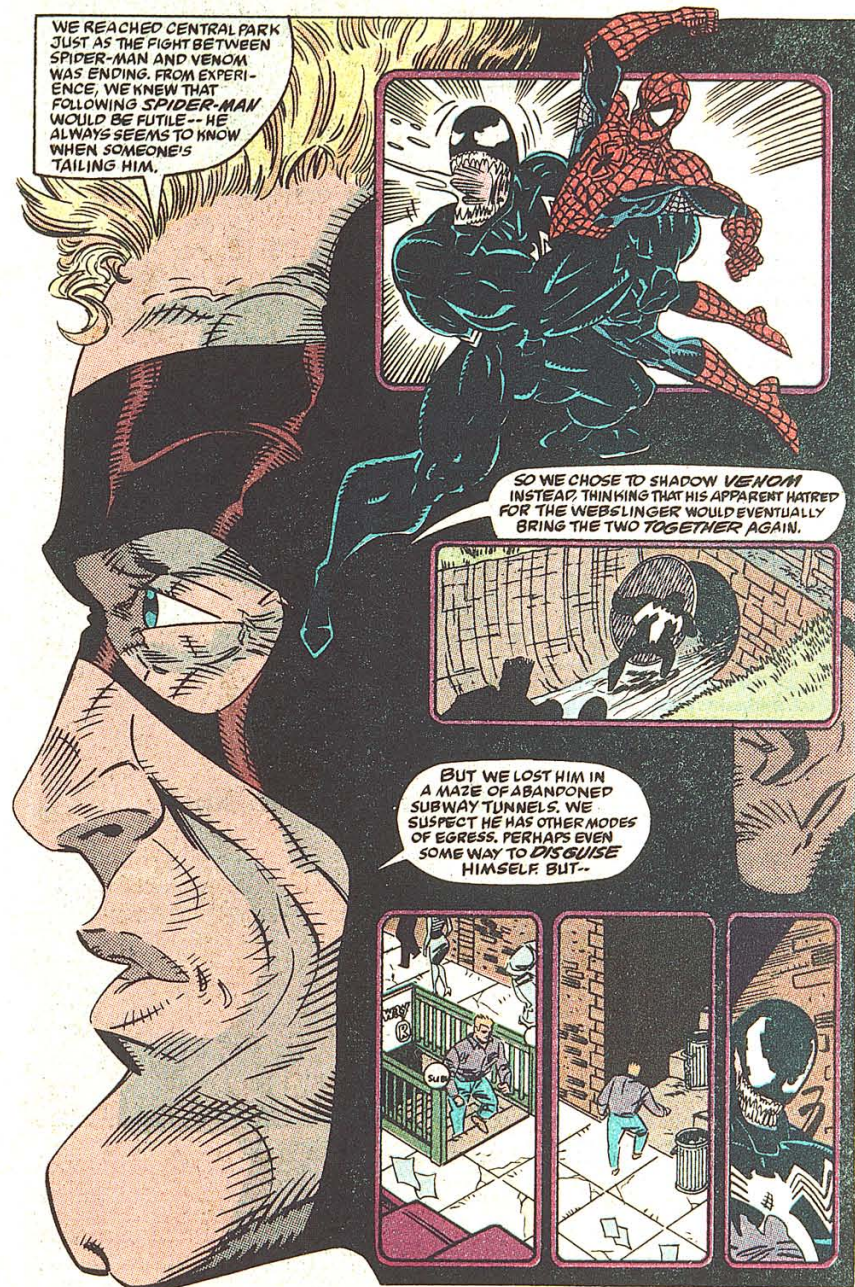
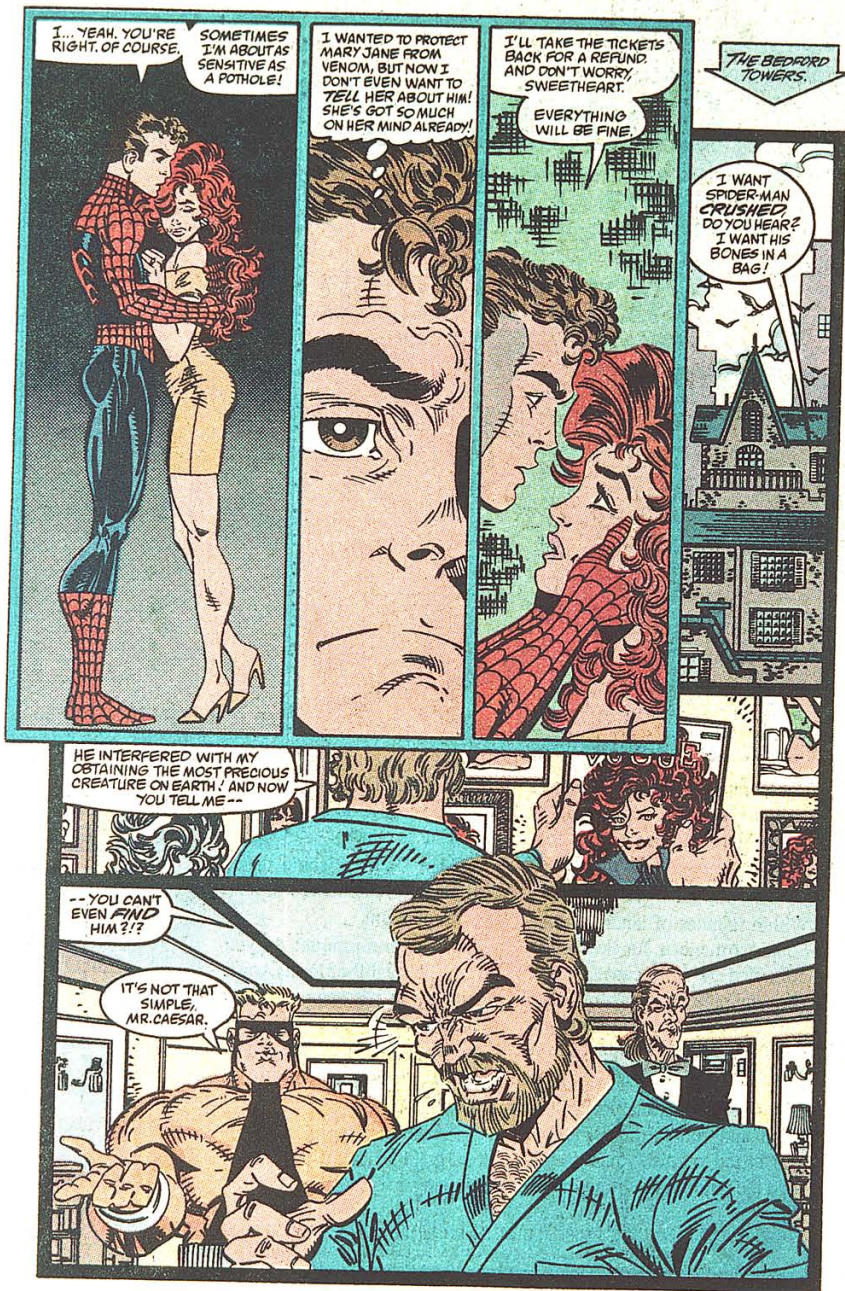
• **Bombs:** Handed off by a fellow agent, use these to escape to a more challenging level.

• **Spectacular Graphics:** Sensational graphics make South America's dangers come alive!



3303 Scott Blvd. Santa Clara, CA 95054 (408) 727-0400

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Call now and talk to the Black Manta for your chance to win!

Tell him you want to enter the Black Manta Sweepstakes and win a wild \$5,000 shopping spree. Money you can spend any way you like at your favorite store!

CALL FREE TO WIN!

THE BLACK MANTA

SWEEPSTAKES

1-800-777-2WIN

Only one call per person
Expires June 5, 1990

Play Wrath of the Black Manta, the action-adventure game packed with suspense and intrigue.

Travel the back streets, alleys and underground tunnels of New York, Tokyo and Rio with Black Manta, super ninja crime-fighter, as he strives to squelch the misguided efforts of international terrorists bent on kidnapping innocent kids. Help Black Manta master the awesome powers of ten magical martial arts and go on to exterminate these vermin from the face of the earth.

TITO
THE ONLY GAME IN TOWN™

A New, Exciting Thriller From Taito!

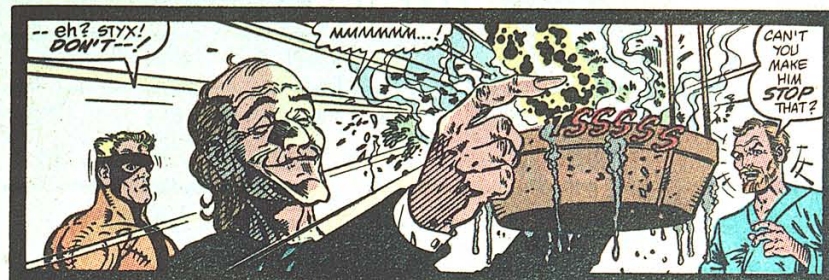
PRIZES!

1ST 2ND 3RD

One Incredible 35" big screen stereo TV and Entertainment System
10 Winners: Mongolian 10-speed Hill Topper BMX bicycle and Trail and Four helmet
300 Winners: Limited Edition Black Manta T-shirt

Official Rules 1. NO PURCHASE NECESSARY. Call 1-800-777-2WIN on your touch-tone telephone and give your ten digit phone number. Enter the "Black Manta Sweepstakes" by clearly stating your name and complete address, including zip code. 2. On a post card, hand print your name, complete address, including zip code, area code and daytime phone number. ONLY ONE PHONE CALL OR MAIL IN ENTRY PER PERSON. 3. Mail your completed entry to: THE BLACK MANTA SWEEPSTAKES, P.O. Box 8000, Grand Rapids, MI 49506. All phone and mail entries must be received by midnight June 5, 1990. Mechanically reproduced entries will not be accepted. Not responsible for late, lost, postage due, mutilated, illegible or misdirected mail, or for failure to follow instructions on BOM calls, or for telephone system failure. 4. Winners will be selected in a random drawing from among all qualified phone and mail entries on or about June 10, 1990, under the supervision of Marden-Kane, an independent judging organization whose decisions are final and binding. Winners must be reachable by phone within 24 hours of drawing or process will be repeated as necessary until a winner is selected. Winners will be required to sign depend upon the number of eligible entries received. No substitution or transfer of prize. Winners are solely responsible for all applicable Federal, State and local taxes. Winners grant permission to the use of his or her name, photograph, likeness, signature and promotion for this and similar promotions without additional compensation. In the event the Grand Prize is won by a minor, it will be awarded in the name of parent or legal guardian. 4. PRIZES: (1) Grand Prize: \$5,000 shopping spree in the store of the winner's choice. Approximate retail value (ARV), \$5,000. Grand Prize does not include transportation to or from the retail store of the winner's choice. (2) First Prize: Mitsubishi 35" big screen stereo TV and Nintendo Entertainment System™, ARV, \$2,200. (3) Second Prize: Mongolian 10-speed Hill Topper™ BMX bicycle and Trail & Four helmet, ARV, \$669. (4) Third Prize: Limited Edition Black Manta T-Shirt, ARV, \$10. Total approximate value of all prizes, \$13,300. \$5. This sweepstakes is open to residents of the United States, except employees and their immediate families of Taito America Corporation, Nintendo of America, Inc., their affiliated advertising and promotion agencies and Marden-Kane, Inc. Void where prohibited, licensed or taxed by law. & For the names of the major prize winners, send a stamped, self-addressed envelope to: Black Manta Winners, P.O. Box 8003, Grand Rapids, MI 49506.

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WAIT WITH THE TURBO-HOPPER IN THE ALLEY!

KILL SOME COCKROACHES!

BUT SNIFF! THEY'RE SO SMALL!

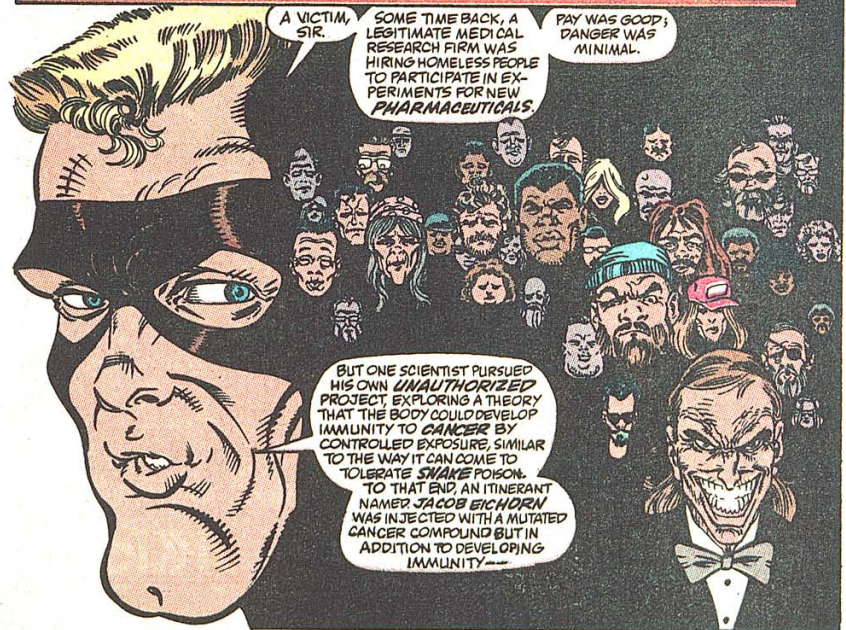
NORMALLY, MR. STONE, I RESPECT MY OPERATIVE'S PRIVACY BUT--



A VICTIM, SIR.

SOME TIME BACK, A LEGITIMATE MEDICAL RESEARCH FIRM WAS HIRING HOMELESS PEOPLE TO PARTICIPATE IN EXPERIMENTS FOR NEW PHARMACEUTICALS.

PAY WAS GOOD; DANGER WAS MINIMAL.



INCREDIBLE
1 AND 2 PLAYER
HEAD-TO-HEAD TEAM ACTION!

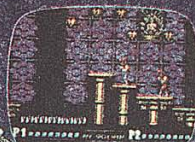
AKkaim

PRESENTS

双龍戴

DOUBLE DRAGON

The Revenge



Nine larger than
life missions!



Outrageous martial
arts moves like the
"Cyclone Spin Kick"!

A MARTIAL ARTS
EXPLOSION!



THE ARCADE SMASH
IS NOW PLAYING ON NES!

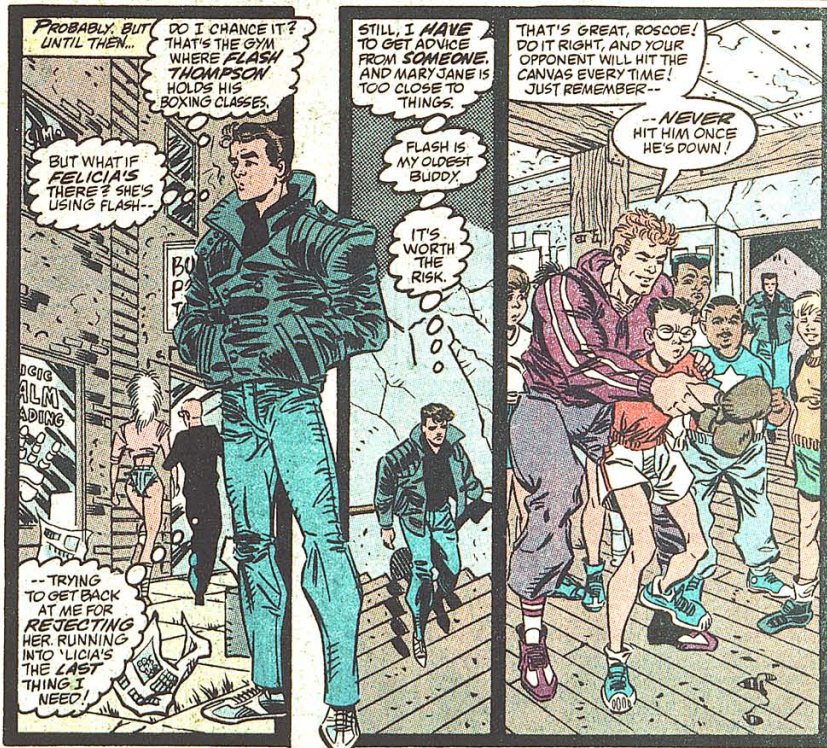


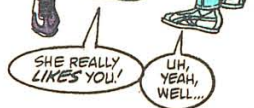
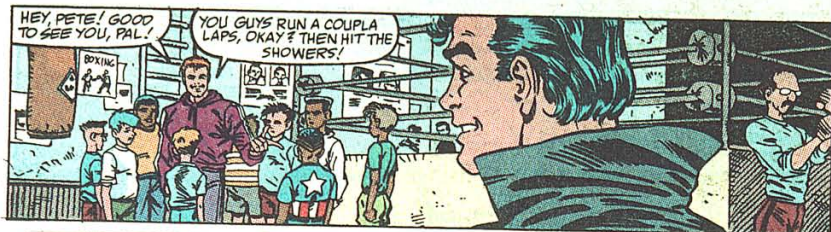
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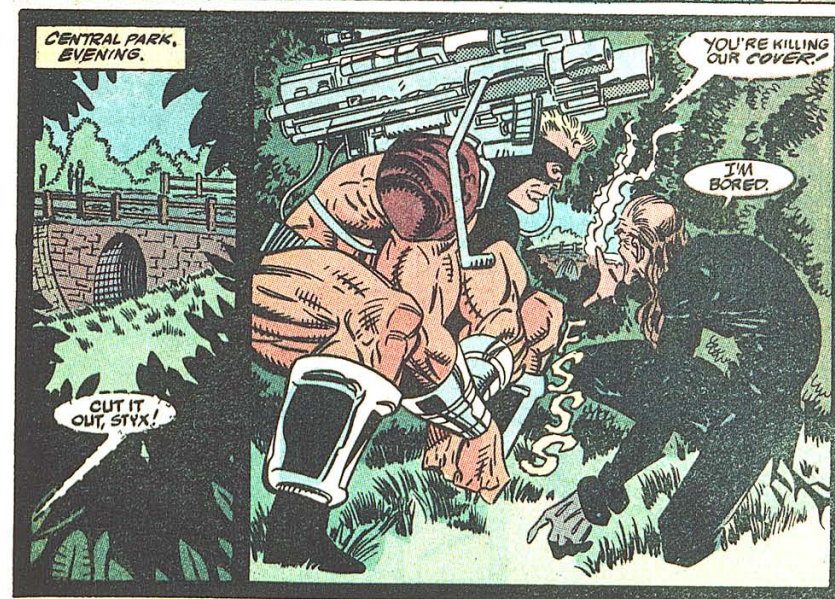
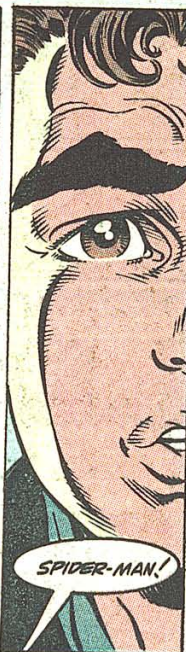
Masters of the Game™

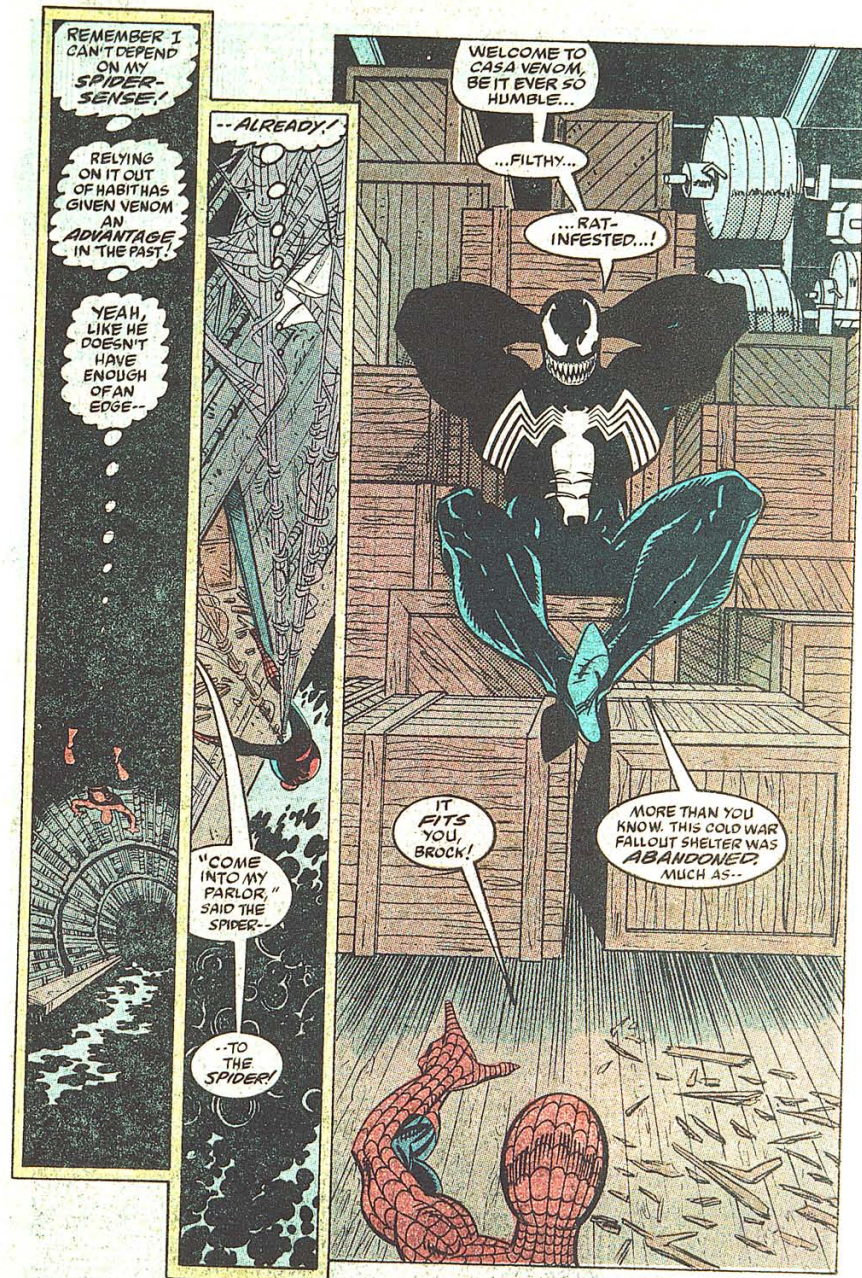
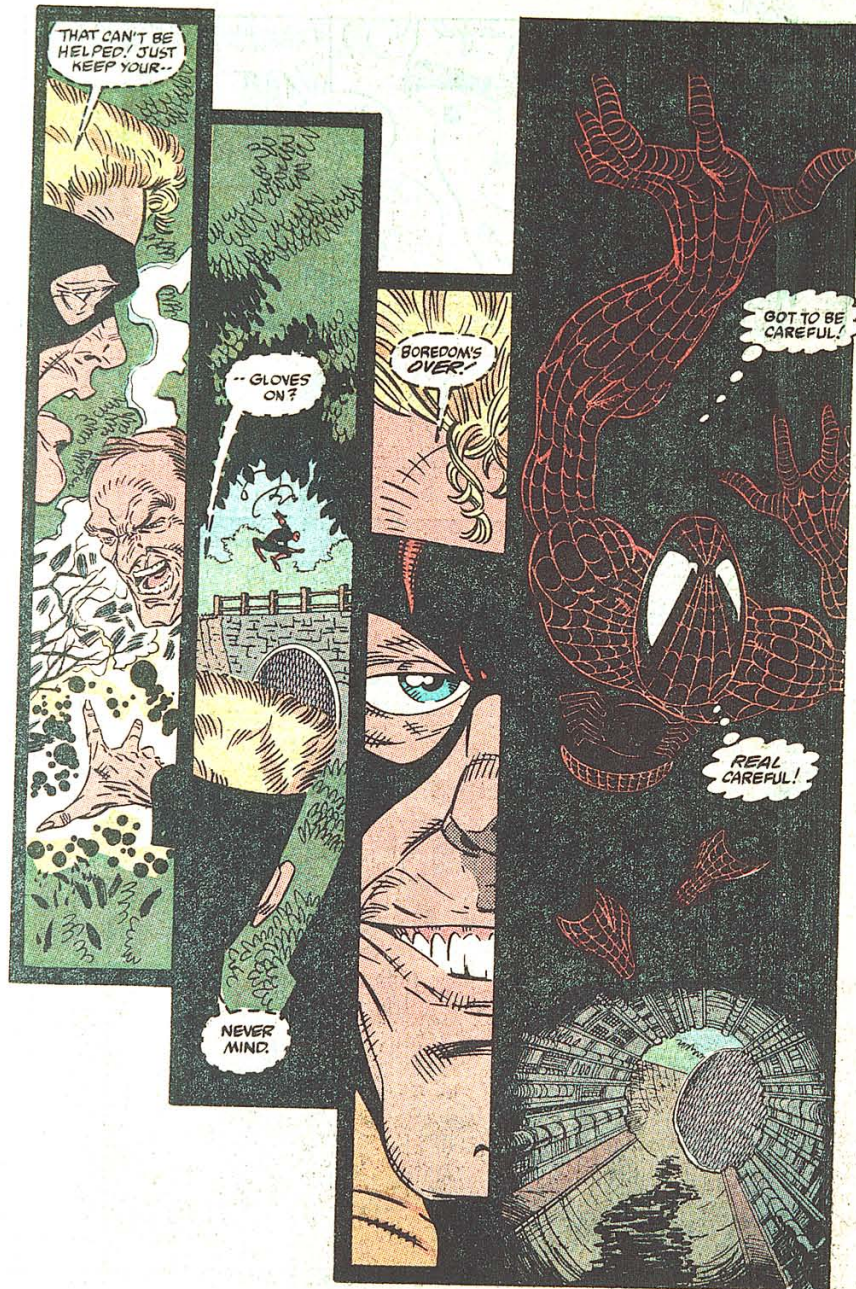
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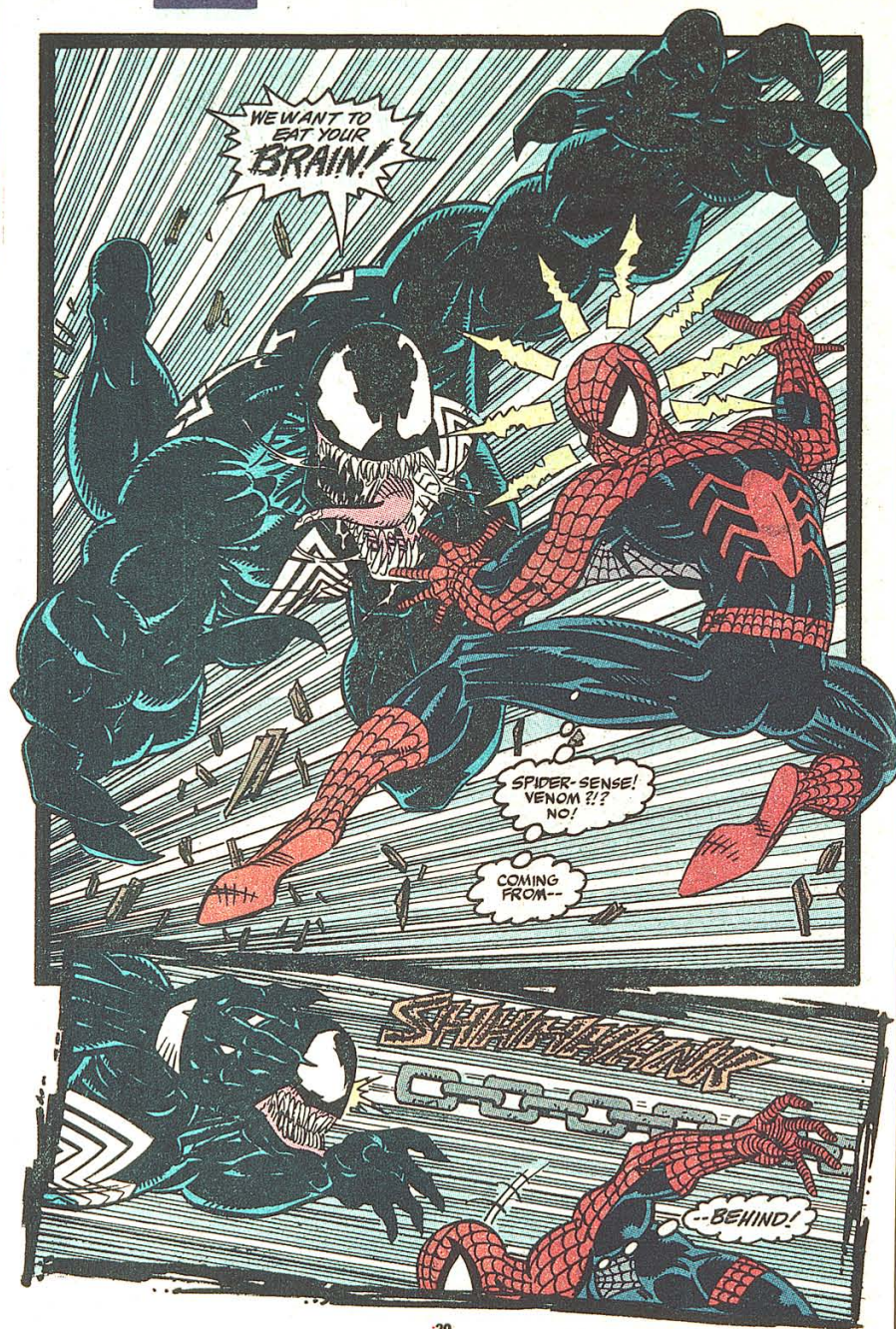


M-MR. THOMPSON!



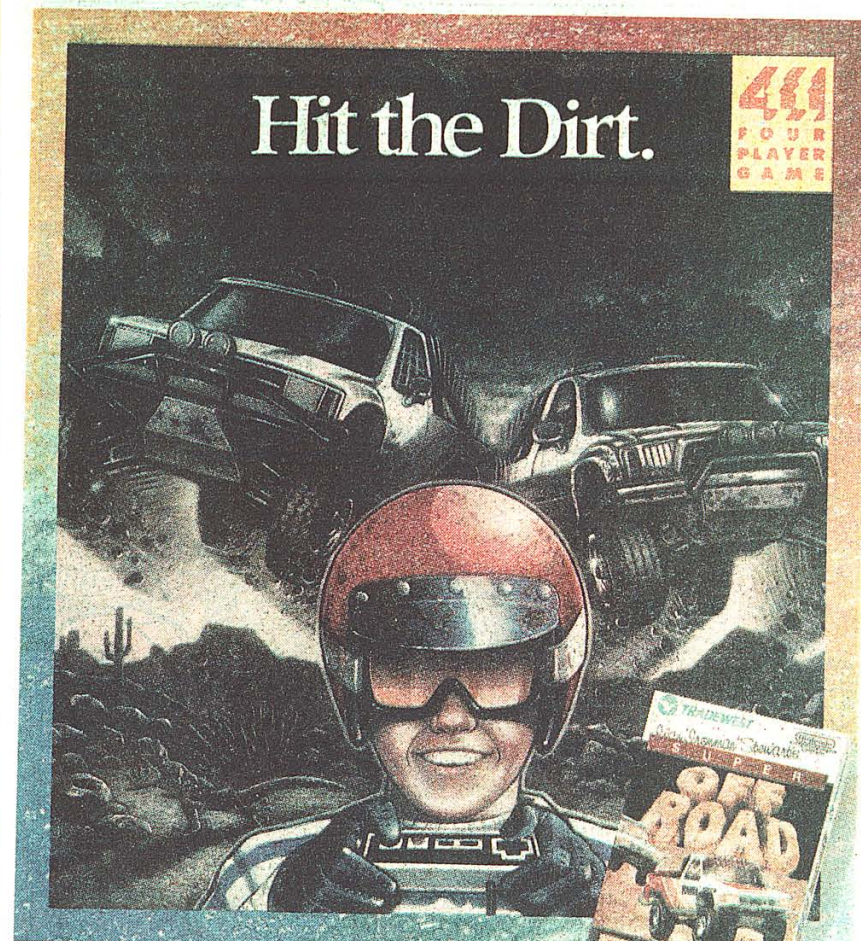






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Hit the Dirt.

441
FOUR
PLAYER
GAME



Strap on your helmet for some rough and tumble racing excitement with Ivan "Ironman" Stewart's **SUPER OFF-ROAD™**

Race up to 4 players at the same time in the game that's just like real dirt racing.

And like the #1 arcade game, this mega-hit for your Nintendo Entertainment System

is filled with mud holes, jumps and other action moves. 8 different stadium tracks and a total of 16 configurations let you play dirty for a long time, too. So get *Super Off-Road* and hit the dirt flying!

WE PUT YOU IN THE ACTION
TRADEWEST

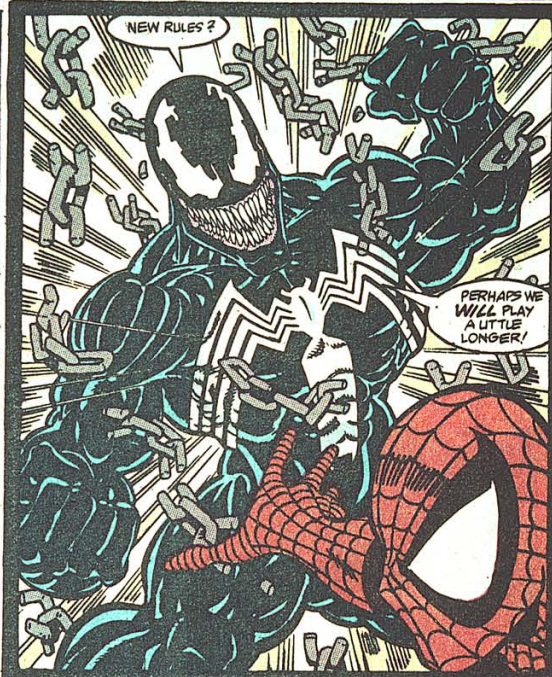
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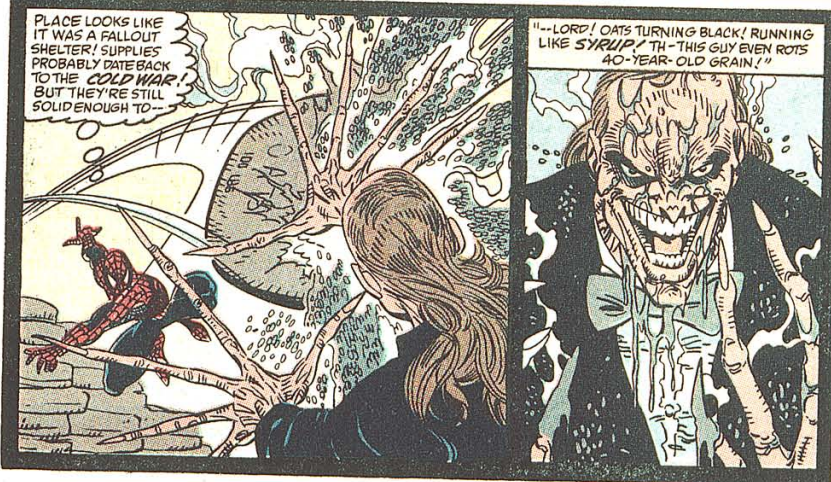
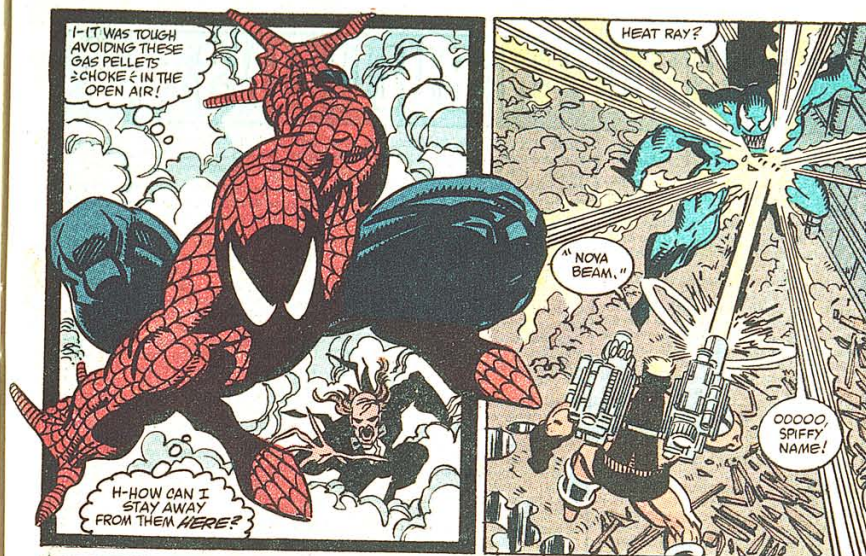
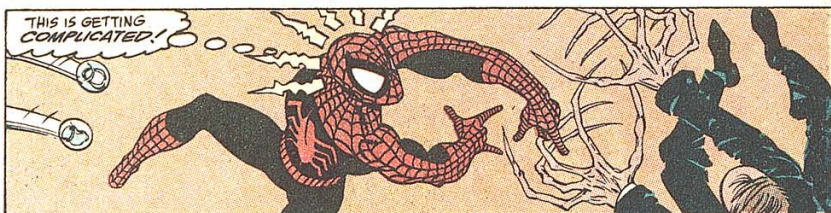
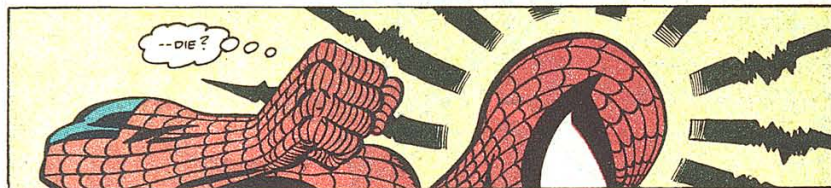
Official Nintendo
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I'm On My Way



STAN'S SOAPBOX

Excelsior!

TEMI! If you liked the award-winning "Airtight Garage" Epic graphic novel by **Moebius**, then you're really in for a treat! That pinnacle of graphic excellence is about to be made into a feature-length animated film! But wait...hold on to you hats! There's more! **THE AIRTIGHT GARAGE** Movie will be the first feature-length animated film to be produced in a film! Much of the animation will be produced at helargest animation studio in the USSR! The screenplay for the **AIRTIGHT GARAGE** has been written by **Randi Lofficier**, and **Moebius** himself will personally supervise the movie's art direction. The film will be a collaborative effort between the North American Trading Company and the Soviet Union's **Gruzmuzfilm**. The movie is scheduled to be completed in two years. But if you can't wait that long for a dose of **Moebius**, there's still time to run down to your comic shop and pick up the two-issue **ELSEWHERE PRINCE** limited series by **Moebius** and **Eric Shanower**. **ELSEWHERE PRINCE** contains the best of **Moebius** and **Shanower** in a fast-paced, fun comic series. And don't forget to reserve a seat at your local theater now, for **AIRTIGHT GARAGE: THE MOVIE**.

Then, if you liked the classic X-Men tale, "Days of Future Past," you're really in for a treat because the next four annuals this month together comprise one storyline which forms a sequel to that X-Men epic! The new story is entitled "Days of Future Present," and it features the final fate of the adult Franklin Richards from the future! A special highlight is the first-ever meeting of Jean Grey and Rachel (Phoenix)! The story starts off in the NEW MUTANTS ANNUAL, then continues into the X-FACTOR, FANTASTIC FOUR, and X-MEN ANNUALS. If you think "Days of Future Present" is not to be missed, you're right!

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JUNE 1-3, 1990

New York Penta Hotel

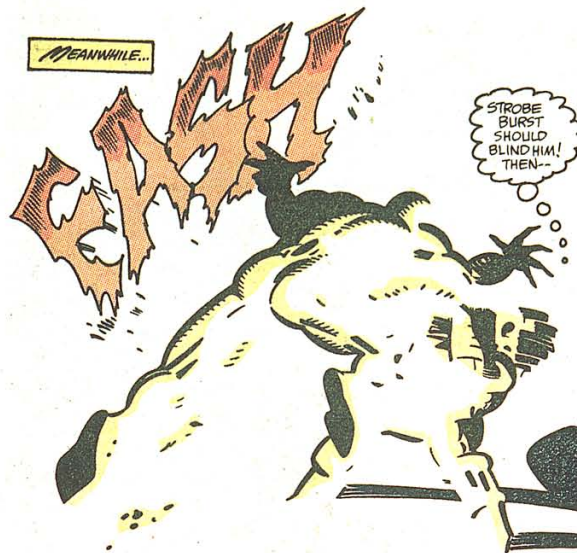
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MEANWHILE..



STROBE
BURST
SHOULD
BLIND HIM.
THEN--

-- HNH?
Y-YOUR
EYES!
THEY'RE
GONE!

(14-114)

**JUST
HIRING!**

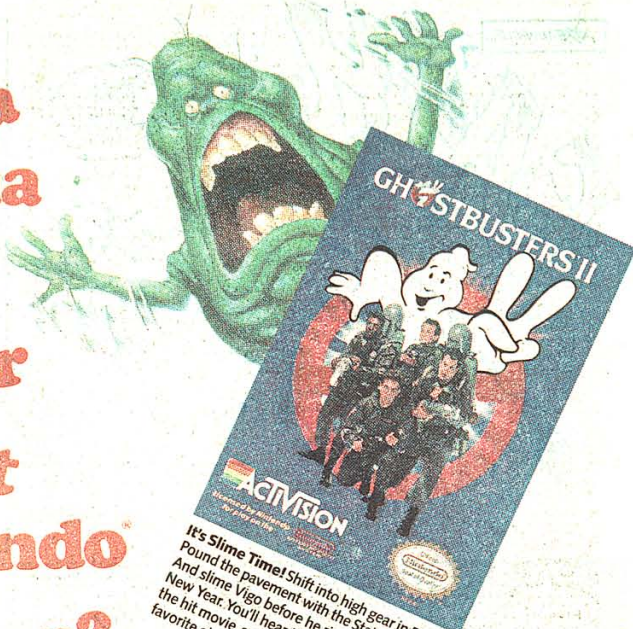
PEEKABOO!



such



Who Ya Gonna Call for Great Nintendo Action?



It's Slime Time! Shift into high gear in Ecto 1A. Pound the pavement with the Statue of Liberty. And Slime Vigo before he rings in a nasty New Year. You'll hear the hottest tunes from the hit movie, and see digitized images of your favorite ghostbusting stars. *Ghostbusters II*.



Strategy That Hurts. Magical creatures explode into battle on a checkered field. 16 unique characters, each with its own weapons and powers. *Archon*.



Feel It In Your Guts! Fly 360-degree loops, nosebleed dives, and dizzying barrel-rolls. Shoot down bogeys on over 100 missions. *Stealth*.



Punching, Slapping, Pie-in-the-Face Fun! Nyuk, Nyuk! Join Moe, Larry and Curly in 10 different action challenges. *The Three Stooges*.

ACTIVISION

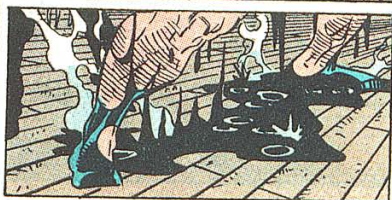
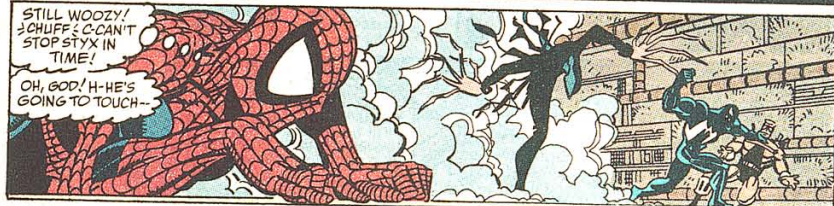
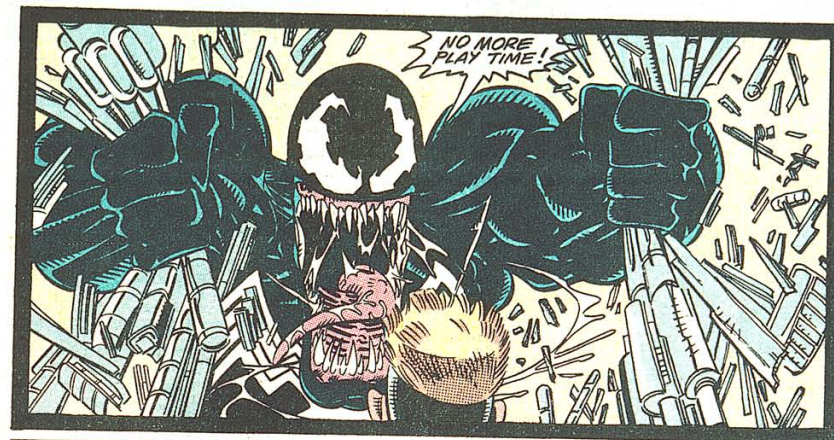
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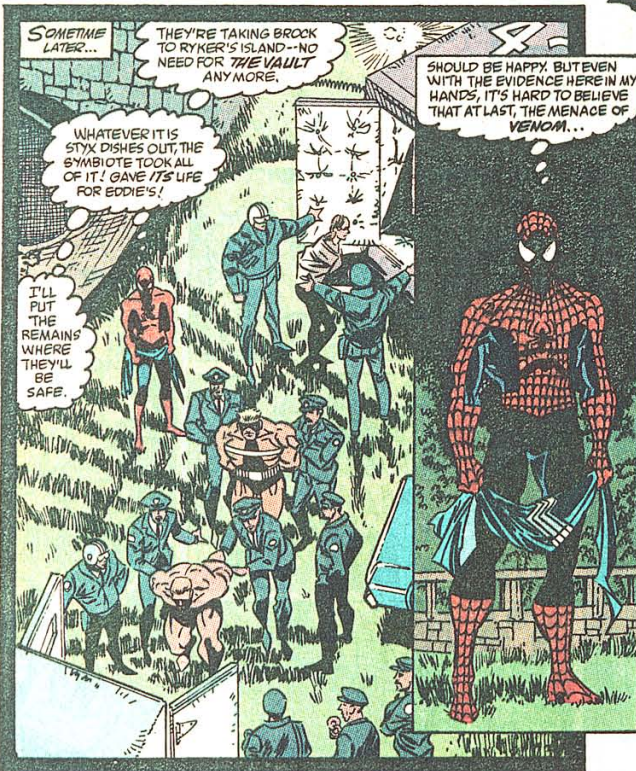
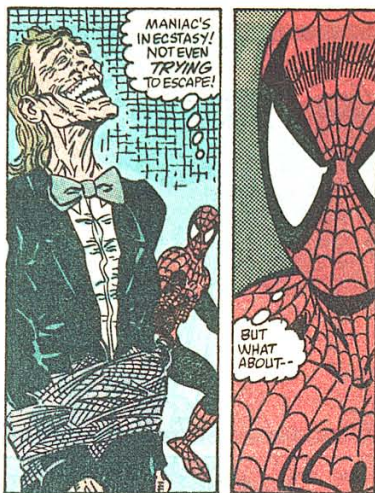
Nintendo ENTERTAINMENT SYSTEM



See your local retailer or call 1-800-227-6900 to order.

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THE SPIDER'S WEB

% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

JIM SALICRUP
ARACHNERD
DAN CUDDY
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Jim,

Wow! Spidey's new powers are really something else! I know they won't last long ('cause then he'd be your friendly neighborhood high-omnipotent guy in a red-and-blue suit, rather than the web-slinger we all know and love), so I'm gonna enjoy the show while I can. And Pete's reaction to flying was, well, perfect.

One of the things I've always liked about Spidey was his "With great power comes great responsibility" motto, and David Michelinie seems to be having a fine time using Spidey's new-found powers to give Pete a real major headache trying to work out how much responsibility comes with near-infinite power. If this power level persists, Pete won't dare leave his apartment.

I'm also pleased to report that Erik Larsen is admirably filling the gap left by Todd McFarlane. I'll admit I had my doubts—I mean, how do you follow that man? My congratulations to Erik for showing us how it's done. Like Petey said, "Wow, I'm impressed."

Keep up the amazing work.

Steve Allen
3 Fivlands Road
Burt On Trent, Slafts

We'll try, Steve! A lot of readers were worried we'd never be able to replace Todd McFarlane, but we think Erik Larsen has done a great job. Sometimes a new artist on a comic takes a little getting used to, but we find Erik is doing a great job of picking up where Todd left off.

But you McFarlane fans needn't despair, for Todd's new SPIDER-MAN comic is coming out in June. It will be written and drawn by Todd, and it will be well worth the wait!

Dear Spider-Men,

Please return Spidey to his good old self! He's got some really cool powers and all, but he may as well don a blue-and-red costume and a cape, and wear a big red "S" on his chest. (That's "S" for Spider-Man, of course!) I think I can put up with the extra powers during the "Acts of Vengeance" storyline, but after that, nix the Captain Universe powers.

I do approve of Erik Larsen as a successor to Todd McFarlane as the penciler of AMAZING SPIDER-MAN. I really liked his stuff in issue #327.

Jay "Flounder" Highfield
(Address withheld by request)

As you saw, Jay, Spidey did, indeed lose the Captain Universe powers after the "Acts of Vengeance" storyline was over. We love your suggestion for a big red "S" on Spidey's chest, though. But it seems to us we've seen that somewhere before...

Dear Spidey-People,

First of all, I would like to say thanks for producing the only decent Spidey title on the market today. I mean, SPECTACULAR SPIDER-MAN and WEB OF SPIDER-MAN are all right, but the storylines are mediocre and the featured art is absolutely rubbish.

Second, I would like to talk about the latest artwork by Erik Larsen, which I have mixed feelings about. His representations of Spidey are great, but those of Pete and MJ (especially) are too comical and sometimes out of proportion. Todd used to make MJ look sophisticated and sometimes sexy. Erik makes her look too tart.

I do not mean to sound too critical, but with a little revamping on the civilians featured, Erik will become perfect for this book. Please do not hate me for my criticisms, because they are only those of one person.

I just have three more things to add. Mr. Michelinie, your stories are excellent!!!! Erik, your representation of Magneto was superb!!!! What ever happened to Chance????????

So until Venom goes to the dentist for fillings, Make Mine Marvel.

Michael Tingay
49 Oakwood
Flackwell Heath
High Wycombe, Bucks
HP10 9DW England

Don't worry, Michael—we don't hate you! We could never

hate someone for expressing his opinion. Here at Marvel, we like to think we're open-minded enough that we can listen to a wide range of opinions, good or bad. That's what our letters pages are for—they're a forum for our readers to let us know what we're doing right and wrong.

Erik's still a relative newcomer to this book, and it always takes time for a new artist to adjust to a title. But Erik's style is constantly evolving, as you'll see if you compare his early issues to his newer ones. What do you think of Erik's Peter and MJ now?

As for Chance, he'll be popping up soon.

Oh, and in the future, Michael, please try to refrain from using so many exclamation points and question marks in your letters. Haven't you heard there's a shortage?

Dear Spider-Writers,

Spider-Man has been one of my favorite Marvel characters since I first started reading comics. I haven't written a letter to any of the Spider-Man comics until now. I have at last been compelled to write. Whoever had this "Super-Spidey" idea deserves a very large pay increase. This story is brilliant, and I love Spidey's new powers. I wish he could keep them. Of course he isn't quite the same with them, either. Perhaps we could achieve a balance—once in a while, when the world is in great danger, there comes a hero... Super-Spidey.

Well, I just want to say that you are doing very well on all three books. The art, stories, letters—heck, the whole product is very enjoyable and well worth the money. I wish to thank you all for hours of reading enjoyment. Make Mine Marvel!

Nathan E. Hodges Jr.
(Address withheld by request)

Nathan, your letter really made our day. It's letters like yours that remind us why we do these books in the first place. We hope to have you as a Spidey fan for many years to come.

Hey, Jim—

After seeing AMAZING SPIDER-MAN #326, I cast my vote in favor of Colleen Doran taking over the book's visual reins once Todd leaves, rather than the previously announced Erik Larsen.

Although I found her men too feminine in appearance, all things considered, she did a fine job on "Gravity Storm."

Uncle Elvis
17650 Dawson Rd.
Dawson Springs, KY 42408

Sorry, Elvis, but Erik Larsen plans on staying on this book for a long, long time. Both he and David Michelinie have expressed their desire to stay on AMAZING SPIDER-MAN at least till issue #350, if not longer. We hope Erik's work will grow on you the way it has on so many of our other fans.

We do feel that Colleen Doran did a great job on issue #326, but she is currently busy with a second FALLEN ANGELS limited series, so she probably won't be doing any Spider-Man work for the foreseeable future.

Jim—

After reading AMAZING SPIDER-MAN #326, I am beginning to think this "Acts of Vengeance" ultra-plot is a stupid idea. I mean, you want to watch the good guys lose? Not me!!

Paul Coate
(Address withheld by request)

Aw, C'mon, Paul—doesn't it get boring if the good guys win all the time?

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